

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

| | | |
|---------------|---|-------------------|
| In re: | : | Case No. 18-55889 |
| | : | |
| Ed Map, Inc., | : | Chapter 11 |
| | : | |
| Debtor. | : | Judge Hoffman |

NOTICE OF FILING OF CORPORATE RESOLUTION

Pursuant to the provisions of Local Bankruptcy Rule 1074-1(b), the Corporate Resolution of Ed Map, Inc., Debtor and Debtor-in-Possession, authorizing the filing of this Chapter 11 case is attached.

Respectfully submitted,

/s/ John W. Kennedy
Myron N. Terlecky (0018628)
John W. Kennedy (0042672)
Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA
575 South Third Street
Columbus, Ohio 43215-5759
Telephone: (614) 228-6345
Facsimile: (614) 228-6369
Email: mnt@columbuslawyer.net
Proposed Attorneys for Ed Map, Inc.,
Debtor and Debtor-in-Possession

ED MAP, Inc.
a Delaware corporation

Nelsonville, Ohio
September ~~12~~, 2018

ACTION BY WRITTEN CONSENT OF DIRECTORS

The undersigned, being all the directors of ED MAP, Inc., a Delaware corporation (the "Company"), in lieu of action taken at a meeting and pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby authorize, approve, and adopt the following resolutions by unanimous written consent:

Authorization of Filing Chapter 11 Bankruptcy

WHEREAS, the Company, through its duly elected Board of Directors, deems it advisable and in the best interest of the Company, its creditors and all parties in interest, to seek protection under Chapter 11 of Title 11 of the United States Code, and to employ competent professional assistance to guide Company through its reorganization process.

NOW THEREFORE LET IT BE:

RESOLVED, that Company be, and hereby is, authorized to file a petition for relief under Chapter 11 of Title 11 of the United States Code, in the United States Bankruptcy Court, Southern District of Ohio, Eastern Division (the "Bankruptcy Proceeding").

RESOLVED, that Kerry S. Pigman, the Chief Operating Officer of Company be, and hereby is, authorized to execute and to file on behalf of Company any and all petitions for relief, papers and other documents which are proper and necessary to initiate the Bankruptcy Proceeding, together with any and all other papers and documents incidental thereto.

RESOLVED, that Company be, and hereby is, authorized to retain the law firm of Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA as legal counsel to represent it in connection with the Bankruptcy Proceeding.

RESOLVED, that each of the authorized officers of Company is hereby authorized and directed, after consultation with legal counsel for Company to take in the name and on behalf of Company, any and all actions as necessary to effect the matters set forth in or reasonably contemplated by the foregoing resolutions, including without limitation the execution and delivery of any additional agreements, certificates, waivers, consents, amendments, or other agreements or instruments deemed appropriate by such authorized officer, the payment of all fees, including recording and filing fees, and the observance

and performance of Company's obligations and the enforcement of its rights thereunder or otherwise with respect to such matters.

RESOLVED, that all actions previously taken or that will be taken by any authorized officer of the Company in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions be, and each of them hereby is, adopted, ratified, and confirmed and approved in all respects as the acts and deeds of Company.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent of Directors as of the day and year first written above.

Michael D. Mark

Kerry S. Pigman

Lynn R. Gellermann



James Dugan

Carol Clark

David Kirkpatrick

DIRECTORS

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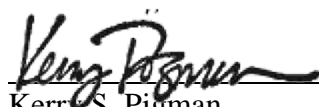
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James Dugan

/s/ Carol Clark by e-mail authority attached
Carol Clark

David Kirkpatrick

DIRECTORS

John Kennedy

From: Carol Clark <carolahclark@gmail.com>
Sent: Tuesday, September 11, 2018 9:31 PM
To: Kerry Pigman
Cc: Jim Dugan; David Kirkpatrick; Gellermann, Lynn (gellerm1@ohio.edu); Phyllis Dawson; Michael Mark; Greg Smith
Subject: Re: Ed Map update
Attachments: image010.png

Kerry, you have my approval to do this. I will be unavailable on Friday until after 7 pm, but pls tell me when you have the call and I may be between flights and can listen.